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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
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| DELPHI CORPORATION, et al., | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
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STIPULATION AND AGREED ORDER MODIFYING PARAGRAPH 38
OF MODIFICATION PROCEDURES ORDER ESTABLISHING
ADMINISTRATIVE EXPENSE BAR DATE

Delphi Corporation ("Delphi"), debtor and debtor-in-possession in the above-captioned cases, and the official committee of unsecured creditors in the above-captioned cases (the "Creditors' Committee") respectfully submit this Stipulation And Agreed Order Modifying Paragraph 38 Of Modification Procedures Order Establishing Administrative Expense Bar Date (the "Stipulation and Agreed Order") and agree and state as follows:

WHEREAS, on June 16, 2009, this Court entered the Order (A)(I) Approving Modifications To Debtors' First Amended Plan Of Reorganization (As Modified) And Related Disclosures And Voting Procedures And (II) Setting Final Hearing Date To Consider Modifications To Confirmed First Amended Plan Of Reorganization And (B) Setting Administrative Expense Claims Bar Date And Alternative Transaction Hearing Date (the "Modification Procedures Order") (Docket No. 17032).

WHEREAS, paragraph 38 of the Modification Procedures Order provides that (i) any party that wishes to assert an administrative claim under 11 U.S.C. § 503(b) for the period from the commencement of these cases through June 1, 2009 shall file a proof of administrative expense (each, an "Administrative Expense Claim Form") for the purpose of asserting an administrative expense request, including any substantial contribution claims (each, an "Administrative Expense Claim" or "Claim") against any of the Debtors and (ii) July 15, 2009 at 5:00 p.m. prevailing Eastern time shall be the deadline for submitting all Administrative Expense Claims (the "Administrative Expense Bar Date") for the period from the commencement of these cases through June 1, 2009.

WHEREAS, the Debtors have determined that paragraph 38 of the Modification Procedures Order should be amended to require parties to submit an Administrative Expense Claim Form for Claims for the period from the commencement of these cases through May 31,

2009 rather than through June 1, 2009 because, as currently written, the Modification Procedures Order would require providers of services to the Debtors who are reimbursed on a monthly basis and whose accounts are current to file an Administrative Expense Claim Form for services rendered on one day – June 1, 2009.

WHEREAS, in consultation with the Creditors' Committee, the Debtors wish to correct this oversight in paragraph 38 of the Modification Procedures Order and accordingly, the Debtors and the Creditors' Committee have agreed to enter into this Stipulation and Agreed Order to modify paragraph 38 of the Modification Procedures Order with respect to all Administrative Expense Claim Forms.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. Paragraph 38 of the Modification Procedures Order is amended by deleting the two references to the date "June 1, 2009" therein and replacing each such reference with "May 31, 2009." All other provisions of the Modification Procedures Order are in no way altered or amended by this Stipulation and Agreed Order and shall remain in full force and effect.

2. No party who has filed or will file an Administrative Expense Claim Form will be required to amend their Administrative Expense Claim Form because of this Stipulation and Agreed Order.

So Ordered in New York, New York, this 14th day of July, 2009

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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